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*Proposed Co-Counsel for Debtors and
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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**DECLARATION OF JARED GERBER, ON BEHALF OF PROPOSED
ORDINARY COURSE PROFESSIONAL
CLEARY GOTTlieb STEEN & HAMILTON LLP**

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

I, Jared Gerber, pursuant to Section 1746 of title 28 of the United States Code, hereby declare that the following is true to the best of my information, knowledge, and belief:

1. I am a partner of the law firm Cleary Gottlieb Steen & Hamilton LLP, located at One Liberty Plaza, New York, NY 10006 (the "Firm").

2. Bed Bath & Beyond Inc. ("Bed Bath") and/or its affiliated debtors (collectively, the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties in interest in these cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. In particular, we note that the Debtors may be members of a putative class with interests adverse to a client of Cleary Gottlieb. The Firm also represents a former Bed Bath executive in litigation in which they are named as a co-defendant with Bed Bath, where the executive may have claims for contribution or indemnification or other relief in the case. The Firm has implemented walls between the professionals representing the Debtors and the professionals representing the parties with potentially adverse interests against the Debtors.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$1,173,428.14 for pre-petition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. 101-1532.

7. As of the Petition Date, which was the date on which the Debtors commenced these Chapter 11 Cases, the Firm was not party to an agreement for indemnification with the Debtors.

8. At any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

9. I, or a representative of the Firm, have read and am familiar with the requirements of the *Order Granting Debtors' Motion for Entry of an Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business*.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this June 23, 2023, in New York, New York, United States of America.

/s/ Jared Gerber
Jared Gerber